

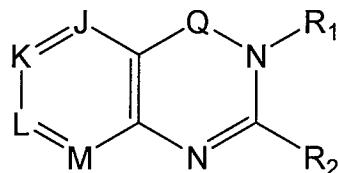
**AMENDMENTS TO THE CLAIMS**

This listing of claims will replace all prior versions and listings of claims in the application.

**Listing of Claims**

1-12. (cancelled)

13. (currently amended) A compound of Formula XXIX:



**XXIX**

wherein

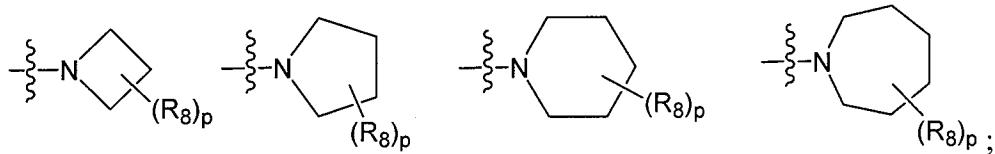
Q is selected from the group consisting of CO, CS and C=NR<sub>9</sub>;

J, K, L, and M are each CR<sub>12</sub>;

R<sub>1</sub> is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, and halo, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups;

R<sub>2</sub> is -UV;

-UV is selected from the group consisting of



p is 0-12;

each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, and alkoxy, and monovalent radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups, each substituted or unsubstituted, with the proviso that at least one R<sub>8</sub> serves as V;

each R<sub>9</sub> is independently selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones; and

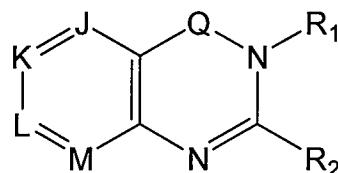
each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, and monovalent radicals derived from thiols, carbonyl groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

14-26. (cancelled)

27. (original) A compound according to claim 13, according to claim 13, wherein K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl,

CF<sub>3</sub>, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, and alkoxy, each substituted or unsubstituted.

28. (currently amended) A compound of Formula XXIX:



XXIX

wherein

Q is selected from the group consisting of CO, CS and C=NR<sub>9</sub>;

J, L, and M are each CR<sub>12</sub>, where each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, and alkoxy, and monovalent radicals derived from thiols, carbonyl groups, imine groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, arylalkyl, heteroarylalkyl, cycloalkyl, and heterocycloalkyl, and monovalent radicals derived from thiols, carbonyl groups, sulfonyl groups and sulfinyl groups, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties,

oxaalkyl and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

R<sub>1</sub> is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, and imino, and monovalent radicals derived from carbonyl groups, sulfonyl groups and sulfinyl groups;

R<sub>2</sub> is -UV;

U is selected from the group consisting of -CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>CH<sub>2</sub>-, -C(O)-, -CH<sub>2</sub>C(O)-, -C(O)CH<sub>2</sub>-, -CH<sub>2</sub>-C(O)CH<sub>2</sub>-, -C(O)CH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>C(O)-, -O-, -OCH<sub>2</sub>-, -CH<sub>2</sub>O-, -CH<sub>2</sub>OCH<sub>2</sub>-, -OCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>O-, -N(CH<sub>3</sub>)-, -NHCH<sub>2</sub>-, -CH<sub>2</sub>NH-, -CH<sub>2</sub>NHCH<sub>2</sub>-, -NHCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>NH-, -NH-C(O)-, -NCH<sub>3</sub>-C(O)-, -C(O)NH-, -C(O)NCH<sub>3</sub>-, -NHC(O)CH<sub>2</sub>-, -C(O)NHCH<sub>2</sub>-, -C(O)CH<sub>2</sub>NH-, -CH<sub>2</sub>NHC(O)-, -CH<sub>2</sub>C(O)NH-, -NHCH<sub>2</sub>C(O)-, -S-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -SCH<sub>2</sub>CH<sub>2</sub>-, -CH<sub>2</sub>SCH<sub>2</sub>-, -CH<sub>2</sub>CH<sub>2</sub>S-, -C(O)S-, -C(O)SCH<sub>2</sub>-, -CH<sub>2</sub>C(O)S-, -C(O)CH<sub>2</sub>S-, -CH<sub>2</sub>SC(O)-, -CHR<sub>9-</sub>, -C(R<sub>9</sub>)(R<sub>9</sub>)-, -N(H)-, -N(R<sub>9</sub>)-, (C<sub>3-7</sub>)cycloalkyl, (C<sub>3-6</sub>)heterocycloalkyl, azetidin-1-yl, pyrrolidin-1-yl, piperidin-yl, hexahydroazepan-1-yl and piperazin-1-yl, each unsubstituted or substituted with a substituent selected from the group consisting of alicyclic, aliphatic, alkyl, alkylene, alkylidene, amino, aminoalkyl, aromatic, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, carbonyl group, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;

V is selected from the group consisting of a primary, secondary or tertiary amine, a heterocycloalkyl having a nitrogen ring atom, and a heteroaryl having a nitrogen ring atom; and

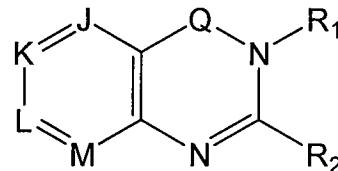
each R<sub>9</sub> is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the

group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and ~~monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.~~

29. (original) A compound according to claim 13, wherein K is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of chloro, bromo, fluoro, iodo, methoxy, morpholin-4-yl, and pyrrolidin-1-yl, each substituted or unsubstituted.

30. (cancelled)

31. (currently amended) A compound of Formula XXIX:



wherein

Q is selected from the group consisting of CO, CS and C=NR<sub>9</sub>;

J, K, and M are each CR<sub>12</sub>, where each R<sub>12</sub> is hydrogen or is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, cyano, nitro, ~~and alkoxy, and monovalent radicals derived from thiols, carbonyl groups, imine groups, sulfonyl groups and sulfinyl groups,~~ each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl,

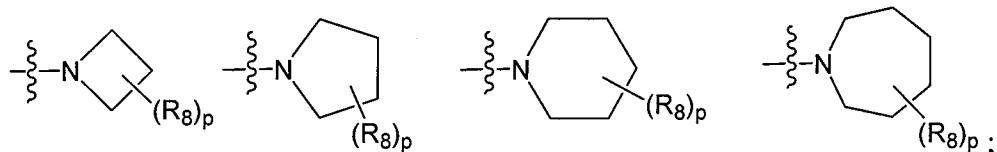
heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and ~~monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;~~

L is CR<sub>12</sub>, where R<sub>12</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, alkyl, aryloxy, heteroaryloxy, amino, morpholin-4-yl, and pyrrolidin-1-yl, and alkoxy, each unsubstituted or substituted with one or more substituents selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl and oxoalkyl moieties, and ~~monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones;~~

R<sub>1</sub> is benzyl, either unsubstituted or substituted with a substituent selected from the group consisting of (C<sub>1-10</sub>)alkyl, (C<sub>3-12</sub>)cycloalkyl, hetero(C<sub>3-12</sub>)cycloalkyl, aryl(C<sub>1-10</sub>)alkyl, heteroaryl(C<sub>1-5</sub>)alkyl, (C<sub>9-12</sub>)bicycloaryl, hetero(C<sub>4-12</sub>)bicycloaryl, carbonyl (C<sub>1-3</sub>)alkyl, thiocarbonyl (C<sub>1-3</sub>)alkyl, sulfonyl (C<sub>1-3</sub>)alkyl, sulfinyl (C<sub>1-3</sub>)alkyl, imino (C<sub>1-3</sub>)alkyl, amino, aryl, heteroaryl, hydroxy, alkoxy, aryloxy, heteroaryloxy, cyano, nitro, halo, and imino, and ~~monovalent radicals derived from carbonyl groups, sulfonyl groups and sulfinyl groups;~~

R<sub>2</sub> is -UV;

-UV is selected from the group consisting of



p is 0-12;

each R<sub>8</sub> is independently selected from the group consisting of halo, perhalo(C<sub>1-10</sub>)alkyl, CF<sub>3</sub>, cyano, nitro, hydroxy, alkyl, aryl, heteroaryl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryloxy, heteroaryloxy, arylalkyl, heteroarylalkyl, cycloalkyl, heterocycloalkyl, amino, thio, and alkoxy, and ~~monovalent~~

~~radicals derived from carbonyl, imino, sulfonyl and sulfinyl groups, each substituted or unsubstituted, with the proviso that at least one R<sub>8</sub> serves as V;~~ and

each R<sub>9</sub> is independently hydrogen or is selected from the group consisting of alkyl, cycloalkyl, heterocycloalkyl, arylalkyl, heteroarylalkyl, bicycloaryl, and heterobicycloaryl, each unsubstituted or substituted with a substituent selected from the group consisting of alkyl, alkylene, alkylidene, amino, aminoalkyl, aryl, bicycloalkyl, bicycloaryl, carbamoyl, carbocyclyl, carboxyl, cycloalkyl, cycloalkylene, halo, heterobicycloalkyl, heterocycloalkylene, heteroaryl, heterobicycloaryl, heterocycloalkyl, hydroxy, nitro, oxaalkyl, and oxoalkyl moieties, and monovalent radicals derived from aldehydes, amides, esters, iminoketones and ketones.

32-86. (cancelled)